

OSTER
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February 11, 2005

RECORDATION NO. 25451 FILED

FEB 11 '05 10-03 AM

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railroad Equipment Lease Agreement dated 01/24/05 involving the following parties and railroad equipment:

Lessor: Rail Connection, Inc.
Post Office Box 1059
Poca, WV 25159

Lessee: David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Equipment: 22, Railcars
APPX 4000-4021

Please record this agreement as a primary document. The filing fee of \$32 is enclosed.

Summary: Memorandum of Railroad Equipment Lease Agreement dated 01/24/05 between Rail Connection, Inc. as Lessor and David J. Joseph Company as Lessee including 22, Railcars marked APPX 4000-4021, a primary document.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure

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**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT** SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 24th day of January, 2005, is intended to evidence the lease dated as of December 15, 2004 (the "Lease"), between **RAIL CONNECTION, INC.**, a West Virginia corporation ("Lessor"), and **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the up to 35 railcars, twenty-two (22) of which are described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

RAIL CONNECTION, INC.

By: 

Name: Warren K. Higginbotham

Title: Vice President

Date: JANUARY 28, 2005

THE DAVID J. JOSEPH COMPANY

By: 

Name: Robert L. Angotti

Title: Executive Vice President

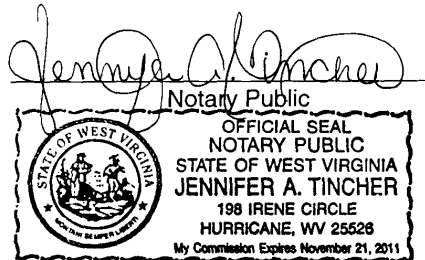
Date: January 24, 2005

STATE OF WEST VIRGINIA)
)
COUNTY OF KANAWHA) SS:

The foregoing instrument was acknowledged before me this 20th day of January, 2005, by Warren K. Higginbotham, the Vice President of Rail Connection, Inc. a West Virginia corporation, on behalf of the corporation.

My Commission expires:

November 21, 2011



STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 24th day of January, 2005, by Robert L. Angotti, the Executive Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

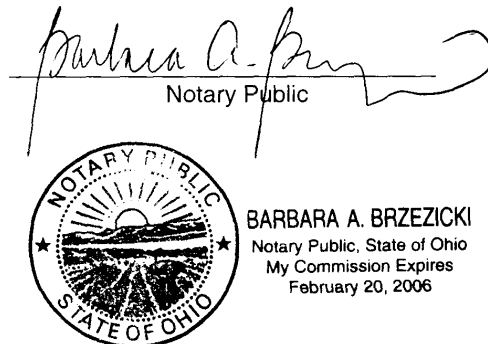


EXHIBIT A

To the Memorandum of Lease dated January 24, 2005, between Rail Connection, Inc. and The David J. Joseph Company.

DESCRIPTION OF UNITS

Sequential No.	Car Initial	Car Number	Sequential No.	Car Initial	Car Number
1	APPX	4000	19	APPX	4018
2	APPX	4001	20	APPX	4019
3	APPX	4002	21	APPX	4020
4	APPX	4003	22	APPX	4021
5	APPX	4004	23		
6	APPX	4005	24		
7	APPX	4006	25		
8	APPX	4007	26		
9	APPX	4008	27		
10	APPX	4009	28		
11	APPX	4010	29		
12	APPX	4011	30		
13	APPX	4012	31		
14	APPX	4013	32		
15	APPX	4014	33		
16	APPX	4015	34		
17	APPX	4016	35		
18	APPX	4017			